

James E. Cecchi
Kevin Cooper
**CARELLA, BYRNE, CECCHI,
BRODY & AGNELLO, P.C.**
5 Becker Farm Road
Roseland, New Jersey 07068
Tel.: (973) 994-1700
Fax: (973) 994-1744
jcecchi@carellabyrne.com
kcooper@carellabyrne.com

*Liaison Counsel for Lead Plaintiffs the
Institutional Investors and the Class*

[Additional counsel on signature page]

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

In re TORONTO-DOMINION
BANK/FIRST HORIZON
CORPORATION SECURITIES
LITIGATION

Master File No. 23-02763
(RBK/AMD)

**JOINT STIPULATION AND
PROPOSED ORDER**

WHEREAS, on June 14, 2023, the Court so-ordered a stipulation requiring the parties to propose a schedule for the filing of any consolidated complaint and Defendants' responses to the operative complaint within 30 days following the appointment of Lead Plaintiff and Lead Counsel (ECF No. 6);

WHEREAS, on August 29, 2023, the Court consolidated *The Arbitrage Fund v. The Toronto-Dominion Bank*, No. 1:23-cv-02763-RBK-AMD and *Andrew Amicarelli v. First Horizon Corporation*, No. 1:23-cv-03024-RBK-AMD, and appointed the Institutional Investors¹ as Lead Plaintiffs of the consolidated action and appointed counsel for the Institutional Investors, Bernstein Litowitz Berger & Grossmann LLP and Saxena White P.A., as Lead Counsel for the Class (ECF No. 25);

WHEREAS, on October 5, 2023, the Court so-ordered a stipulation concerning the schedule for filing an amended complaint and Defendants' responses thereto (ECF No. 27);

WHEREAS, on December 15, 2023, Lead Plaintiffs filed the Amended Complaint (ECF No. 31);

¹ The "Institutional Investors" are the Westchester Funds, the Pentwater Funds, the Sand Grove Funds and the Alpine Funds. (ECF No. 17 at 1).

WHEREAS, on January 8, 2024, news sources published reports that Plaintiffs contend concern new information relevant to the allegations in the Amended Complaint;

WHEREAS, Lead Plaintiffs have requested to amend their existing complaint before Defendants file their motions to dismiss;

IT IS HEREBY STIPULATED AND AGREED, by and between the parties, through their undersigned counsel and subject to this Court's approval:

1. Lead Plaintiffs shall file their second amended consolidated complaint by February 9, 2024.

2. Defendants shall move against, answer or otherwise respond to the second amended consolidated complaint by April 8, 2024.

3. If Defendants move to dismiss the second amended consolidated complaint, Lead Plaintiffs may oppose by June 14, 2024, and Defendants may reply by July 26, 2024.

Dated: January 19, 2024

**CARELLA, BYRNE, CECCHI,
BRODY & AGNELLO, P.C.**

By: /s/ James E. Cecchi
James E. Cecchi
Kevin Cooper
5 Becker Farm Road
Roseland, New Jersey 07068
Tel.: (973) 994-1700
Fax: (973) 994-1744

BROWN & CONNERY, LLP

By: /s/ Susan M. Leming
Susan M. Leming
360 Haddon Avenue
Westmont, NJ 08108
Tel: (856) 854-8900
sleming@brownconnery.com

jcecchi@carellabyrne.com
kcooper@carellabyrne.com

*Liaison Counsel for Lead Plaintiff the
Institutional Investors and the Class*

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

Salvatore J. Graziano (*pro hac vice*
forthcoming)

Michael Blatchley

Aasiya Glover (*pro hac vice*
forthcoming)

Chloe Jasper (*pro hac vice* forthcoming)

1251 Avenue of the Americas

New York, NY 10020

Tel: (212) 554-1400

Fax: (212) 554-1444

salvatore@blbglaw.com

michaelb@blbglaw.com

aasiya.glover@blbglaw.com

chloe.jasper@blbglaw.com

SAXENA WHITE P.A.

Maya Saxena (*pro hac vice*
forthcoming)

Lester R. Hooker (*pro hac vice*
forthcoming)

7777 Glades Road, Suite 300

Boca Raton, Florida 303434

Tel: (561) 3940-3399

Fax: (561) 394-3382

msaxena@saxenawhite.com

lhooker@saxenawhite.com

-and-

**PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP**

Andrew G. Gordon (*pro hac vice*)

Susanna M. Buerger (*pro hac vice*)

Paul A. Paterson (*pro hac vice*)

1285 Avenue of the Americas

New York, New York 10019

Tel: (212) 373-3000

Fax: (212) 757-3990

agordon@paulweiss.com

sbuerger@paulweiss.com

ppaterson@paulweiss.com

*Counsel for Defendants The Toronto-
Dominion Bank, TD Bank US Holding
Company, Bharat B. Masrani, Kelvin
Vi Luan Tran, and Leo Salom*

**KRAMER LEVIN NAFTALIS &
FRANKEL LLP**

By: /s/ Michael Martinez

Barry H. Berke (*pro hac vice*)

Michael Martinez

Marjorie Sheldon (*pro hac vice*)

1177 Avenue of the Americas

New York, New York 10036

Tel: (212) 715-9100

Fax: (212) 715-8000

bberke@kramerlevin.com

mmartinez@kramerlevin.com

msheldon@kramerlevin.com

-and-

Brandon L. Arnold (*pro hac vice*)

2000 K Street NW, 4th Floor

Washington, DC 20006

Tel: (202) 775-4500

Steven B. Singer (*pro hac vice*
forthcoming)
David J. Schwartz (*pro hac vice*
forthcoming)
Rachel A. Avan (*pro hac vice*
forthcoming)
10 Bank Street, Suite 882
White Plains, NY 10606
Tel.: (914) 437-8551
Fax: (888) 631-3611
ssinger@saxenawhite.com
dschwartz@saxenawhite.com
ravan@saxenawhite.com

Fax: (202) 775-4510
barnold@kramerlevin.com

*Counsel for Defendants First Horizon
Corporation, D. Bryan Jordan and
Hope Dmuchowski*

*Co-Lead Counsel for Lead Plaintiff the
Institutional Investors and the Class*

IT IS SO ORDERED.

DATED: January 22, 2024

/s/ Robert B. Kugler

Honorable Robert B. Kugler
United States District Judge